FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Washington, D.C. 20549

	OMB APPROVAL									
	OMB Number:	3235-0287								
	Estimated average burden									
-	hours per recognoses:	0.5								

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Name and Address of Reporting Person*     Orenstein Gregory						2. Issuer Name and Ticker or Trading Symbol NCINO, INC. [ NCNO ]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner					
(Last) 6770 PA SUITE 2	770 PARKER FARM DRIVE							est Tra	nsactior	n (Mon	th/Day/Year)		X	Officer (give title below) Chief Corp Dev &			Other (specify below)  Legal Officer			
(Street) WILMINGTON NC 28405					_ 4.1	4. If Amendment, Date of Original Filed (Month/Day/Year)  6. Ind Line)										′				
(City)	(S	state)	(Zip)												1 01301					
		Tab	le I - I	Non-Deri	vative	Sec	urit	ies A	cquire	ed, D	isposed o	of, or B	enefic	ially	Owned	t				
1. Title of Security (Instr. 3)				2. Transact Date (Month/Day		Execu if any	2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 an			5)	5. Amount of Securities Beneficially Owned Following		6. Owners Form: Dir (D) or Ind (I) (Instr. 4	: Direct Indirect str. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
									Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		ction(s)				
Common Stock				06/07/2021					M		9,507	A	\$2.45		36	6,773		D		
Common Stock				06/07/2021					M		5,006	A	\$4.	\$4.98		1,779		D		
Common Stock			06/07/2021					S <sup>(1)</sup>		9,505	D	\$63.09	63.0973(2)		32,274		D			
Common Stock				06/07/2021				S <sup>(1)</sup>		5,008	D	\$63.60	63.6636(3)		7,266		D			
Common Stock				06/08/2021				M		7,885	A	\$2.	\$2.45		35,151		D			
Common Stock				06/08/2021				M		4,102	A	\$4.98		39,253			D			
Common Stock 06/08/20				.021	21			S <sup>(1)</sup>		4,239	D	\$63.2561 <sup>(4)</sup>		35,014			D			
Common Stock 06/08/20				021	21		S <sup>(1)</sup>		7,748	D	\$63.9038(5)		27,266			D				
		7	able								sposed of				wned					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security		if any		4. Transa	4. Transaction Code (Instr.		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			cisable and	7. Title and Amount of Securities Underlying Derivative Secu (Instr. 3 and 4)		8. Price Derivativ Security (Instr. 5)		9. Number derivative Securities Beneficial Owned Following Reported Transactic (Instr. 4)	e s lly i	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					Code	v	(A)	(D)	Date Exerci	isable	Expiration Date	Title	Amou or Numb of Share	oer						
Stock Option (Right to Buy)	\$2.45	06/07/2021			M	М		9,507	(€	5)	11/01/2025	Common Stock	9,507		\$0	7,885		D		
Stock Option (Right to	\$4.98	06/07/2021			M			5,006	(7	7)	02/01/2027	Common	5,00	)6	\$0	80,602	2	D		

## **Explanation of Responses:**

\$2,45

\$4.98

06/08/2021

06/08/2021

Buy) Stock Option

(Right to

(Right to

Buy)

Buy) Stock Option

 $\dot{\lambda}$  1. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

M

M

2. The price reported in Column 4 is a weighted average price. The shares of common stock of the Issuer ("Shares") were sold in multiple transactions at prices ranging from \$62.50 to \$63.495, inclusive. The reporting person undertakes to provide to nCino, Inc., any security holder of nCino, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of Shares sold at each separate price within the range set forth in footnote (2).

(6)

(7)

11/01/2025

02/01/2027

7,885

4,102

7,885

4,102

Stock

Commor

Stock

\$0

\$0

0

76,500

D

D

- 3. The price reported in Column 4 is a weighted average price. The Shares were sold in multiple transactions at prices ranging from \$63.50 to \$64.00, inclusive. The reporting person undertakes to provide to nCino, Inc., any security holder of nCino, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of Shares sold at each separate price within the range set forth in footnote (3).
- 4. The price reported in Column 4 is a weighted average price. The Shares were sold in multiple transactions at prices ranging from \$62.51 to \$63.50, inclusive. The reporting person undertakes to provide to nCino, Inc., any security holder of nCino, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of Shares sold at each separate price within the range set forth in footnote (4).
- 5. The price reported in Column 4 is a weighted average price. The Shares were sold in multiple transactions at prices ranging from \$63.51 to \$64.34, inclusive. The reporting person undertakes to provide to nCino, Inc., any security holder of nCino, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of Shares sold at each separate price within the range set forth in footnote (5).

 ${\it 6. This option vested in four equal annual installments starting on November 1, 2016.}\\$ 

7. This option vests in four equal annual installments starting on February 1, 2018, subject to the reporting person's continued employment through the applicable vesting date. This option fully vests and becomes exercisable upon a change in control of the Issuer.

/s/ Jeanette Sellers, Attorneyin-fact for Gregory Orenstein 06/09/2021

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- \* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.